



RECORDATION NO. 27820-E FILED

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SURFACE TRANSPORTATION BOARD

April 9, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one (1) copy of the Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of March 30, 2012 between the following parties:

Lessee: Ferrous Processing and Trading Co.
3400 E. Lafayette
Detroit, MI 48207

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (17) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of March 30, 2012 related to the addition of seventeen (17) railcars bearing reporting marks: ZVBX14014 through ZVBX14184 and ZVBX460006 through ZVBX460068, sporadic.

Please file this agreement as a secondary under Recordation Number 27820-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 27820. The filing fee in the amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6105.

Sincerely,

Shirley Terry
Administrative Assistant

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**MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 30th day of March, 2012, is intended to evidence the amendment dated as of March 30, 2012 (the "Amendment No. 1"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **FERROUS PROCESSING AND TRADING CO.**, a Michigan corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the seventeen (17) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee was duly filed with the Surface Transportation Board ("STB") on February 23, 2009 with Recordation No. 27820. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 27820-~~E~~.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANYBy: Kelly C. PoelleinName: Kelly C. PoelleinTitle: Vice President Finance, BrokerageDate: March 30, 2012**FERROUS PROCESSING AND TRADING CO.**By: J. Douglas KeeName: J. Douglas KeeTitle: Manager, Rail LogisticsDate: April 3, 2012

STATE OF OHIO
COUNTY OF HAMILTON

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SS:

The foregoing instrument was acknowledged before me this 30th day of March, 2012, by Kelly C. Poellein, the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public

My Commission expires:

9-24-12



Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2012

STATE OF Michigan
COUNTY OF Wayne

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SS:

The foregoing instrument was acknowledged before me this 3rd day of April, 2012, by Christy L. Dalton the Accounting Supervisor of Ferrous Processing, a Michigan corporation, on behalf of the corporation.

Christy L. Dalton
Notary Public

My Commission expires:

CHRISTY L. DALTON
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Oct 18, 2015
ACTING IN COUNTY OF Wayne, MI

EXHIBIT A

To the Memorandum of Amendment No. 1 dated March 30, 2012, between The David J. Joseph Company and Ferrous Processing and Trading Co.

DESCRIPTION OF UNITS

Seventeen (17) railcars bearing reporting marks:

ZVBX	14014
ZVBX	14022
ZVBX	14146
ZVBX	14150
ZVBX	14168
ZVBX	14170
ZVBX	14175
ZVBX	14184
ZVBX	460006
ZVBX	460008
ZVBX	460009
ZVBX	460012
ZVBX	460022
ZVBX	460032
ZVBX	460033
ZVBX	460038
ZVBX	460068